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September 27, 2005

Alan J. Pyenson
Vice President

Mr. Stephane M. Wandel
Real Estate Manager
Boeing Realty Corporation
4900 E. Conant Street, Building 1
Long Beach, California 90808-1746

RE: Agreement For Purchase of Real Property and
Joint Escrow Instructions ("Agreement")
3100 Lomita Boulevard, Torrance, California

Dear Mr. Wandel:

We have reviewed the above referenced document and the following list describes important issues that are required by SC Enterprises, or its nominee ("Buyer"), to be resolved by Boeing Realty Corporation ("Seller") before we are prepared to move forward on a proposed purchase of the property. These are the major deal points and the Buyer reserves the right to discuss further issues in the Agreement at a later date should we be able to come to terms on the following:

1. Sections 1.1 and 5.9: Seller's obligations under the Agreement should not be conditioned upon Seller's acquiring fee title and terminating the ground lease. Instead, Seller should be obligated to acquire fee title and terminate the ground lease.

In lieu of the above, Buyer is also interested in exploring having the Seller assign its interest in the ground lease to Buyer. We will need to obtain and review the ground lease before we determine if this is an alternative.

2. Sections 4.2 and 4.3.2: It shall be agreed that Buyer's failure to notify Seller of its approval of a contingency item should be deemed its disapproval of the item.
3. Sections 4.8 and 6.3.5: Buyer's obligations should be contingent upon L-3 Communications signing the estoppel certificate (as well as Boeing Satellite Systems). Seller shall not have the right to substitute its own estoppel certificate in lieu of the ones signed by the tenants. Also, obtaining SNDA's from the tenants will be a contingency.
4. Section 5.2: This section must be deleted as the issuance of the Title Policy is a matter of concern to the Buyer only.